

Notice

CLARIS LIFESCIENCES LIMITED
Regd. Office: Claris Corporate Headquarters,
Near Parimal Railway Crossing, Ellisbridge,
Ahmedabad – 380 006, India
Tel. : +91-79-26563331, 66309339
Fax: +91-79-26408053
Website: www.clarislifesciences.com
CIN: L85110GJ1994PLC022543

Notice is hereby given that the Twentieth Annual General Meeting (“AGM”) of the Members of CLARIS LIFESCIENCES LIMITED will be held on Wednesday, September 23, 2015 at 12.00 Noon at Ahmedabad Management Association, J. B. Auditorium, ATIRA Campus, Dr. Vikram Sarabhai Marg, Ahmedabad – 380 015 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended on March 31, 2015 comprising of the Balance Sheet as at March 31, 2015, Statement of Profit & Loss and Cash Flow Statement as on that date and the Explanatory Notes annexed to, and forming part of, any of the above documents together with the Report of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Aditya S. Handa (DIN: 00308513), who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint M/s. Shah & Shah Associates, Chartered Accountants (Firm Registration No. 113742W), Ahmedabad as the Statutory Auditors of the Company and to fix their remuneration.

To consider, and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and rules thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), M/s. Shah & Shah Associates, Chartered Accountants, Ahmedabad (Firm Registration No. 113742W) be and are hereby appointed as the Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting till the conclusion of the Twenty Fifth Annual General Meeting of the Company (i.e. F. Y. 2015-16 to F. Y. 2019-2020), subject to ratification by the members at every Annual General Meeting at a remuneration plus out of pocket expenses as may be fixed by the Board of Directors of the Company.”

SPECIAL BUSINESS:

4. To appoint Ms. Milina Bose (DIN: 02204540) as a Director on the Board of the Company.

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 160, 161 and other applicable provisions, if any, of the Companies Act, 2013 and rules thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Ms. Milina Bose (DIN: 02204540), who was appointed as an Additional Non-Executive and Non-Independent Director of the Company with effect from August 11, 2014 on the Board of the Company and who holds office up to the date of ensuing Annual General Meeting, and in respect of whom a notice has been received from a member in writing along with requisite deposit proposing her candidature for the office of a Director, be and is hereby appointed as a Director of the Company liable to retire by rotation.”

“RESOLVED FURTHER THAT any Director or the Company Secretary of the Company be and is hereby authorized to do and perform all such acts, deeds, matters and things as may be considered necessary, desirable or expedient for giving effect to this resolution.”

5. To re-appoint Mr. Arjun Handa (DIN: 00159413) as a Vice – Chairman & Managing Director of the Company and fixation of remuneration.

To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 and all other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V thereto and rules thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to approval of the Central Government, if necessary, Mr. Arjun Handa (DIN: 00159413) be and is hereby re-appointed and designated as Vice – Chairman & Managing Director of the Company, for a further period of 3 years commencing from September 26, 2014 to September 25, 2017 upon terms and conditions including payment of remuneration, perquisites and other benefits as set out in the explanatory statement annexed to the Notice.”

“RESOLVED FURTHER THAT subject to the provisions of Section 197 and other applicable provisions, if any, of the Companies Act, 2013, the remuneration as set out herein above be paid as minimum remuneration to Mr. Arjun Handa, notwithstanding that in any financial year during his tenure as Vice – Chairman & Managing Director, the Company has no profits or inadequate profits.”

“RESOLVED FURTHER THAT in the event of any statutory amendment or modification by the Central Government to Schedule V to the Companies Act, 2013, the Board of Directors be and is hereby authorized to vary and alter the terms of appointment including salary, commission, perquisites,

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allowances etc. payable to Mr. Arjun Handa within such prescribed limit or ceiling and as agreed between the Company and Mr. Arjun Handa without any further reference to the members in the General Meeting."

"RESOLVED FURTHER THAT any Director or the Company Secretary of the Company be and is hereby authorized to do and perform all such acts, deeds, matters and things as may be considered necessary, desirable or expedient for giving effect to this resolution."

6. To re-appoint Mr. Chandrasingh S. Purohit (DIN: 00199651) as a Whole Time Director and Chief Financial Officer of the Company and fixation of remuneration.

To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013, read with Schedule V thereto and rules thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) and subject to approval of the Central Government, if necessary, Mr. Chandrasingh S. Purohit (DIN: 00199651) be and is hereby re-appointed and re-designated as a Whole Time Director and Chief Financial Officer of the Company, for a further period of 3 years commencing from July 3, 2015 to July 2, 2018 upon terms and conditions including payment of remuneration, perquisites and other benefits as set out in the explanatory statement annexed to the Notice."

"RESOLVED FURTHER THAT subject to the provisions of Section 197 and other applicable provisions, if any, of the Companies Act, 2013, the remuneration as set out herein above be paid as minimum remuneration to Mr. Chandrasingh S. Purohit, notwithstanding that in any financial year during his tenure as a Whole Time Director, the Company has no profits or inadequate profits."

"RESOLVED FURTHER THAT in the event of any statutory amendment or modification by the Central Government to Schedule V to the Companies Act, 2013, the Board of Directors be and is hereby authorized to vary and alter the terms of appointment including salary, commission, perquisites, allowances etc. payable to Mr. Chandrasingh S. Purohit within such prescribed limit or ceiling and as agreed between the Company and Mr. Chandrasingh S. Purohit without any further reference to the members in the General Meeting."

"RESOLVED FURTHER THAT any Director or the Company Secretary of the Company be and is hereby authorized to do and perform all such acts, deeds, matters and things as may be considered necessary, desirable or expedient for giving effect to this resolution."

7. To ratify / approve the material related party transactions of the Company.

To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of the Section 188 and other applicable provisions of the Companies Act, 2013 and rules thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) and Clause 49 of the Listing Agreement entered with the Stock Exchange, consent of the members be and is hereby accorded for ratification / approval of material contracts / arrangements entered into by the Company with Related Party as defined under Section 2(76) of the Companies Act, 2013, is set out in the explanatory statement annexed to the Notice."

"RESOLVED FURTHER THAT any Director or the Company Secretary of the Company be and is hereby authorised to do and perform all such acts, deeds, matters and things as may be considered necessary, desirable or expedient for giving effect to this resolution."

8. To ratify the remuneration payable to M/s. Kiran J. Mehta & Co., Cost Accountants, Ahmedabad as Cost Auditor of the Company for the financial year ended on March 31, 2015.

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions of the Companies Act, 2013 and rules thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), the remuneration of Rs. 3.13 Lacs plus service tax as applicable and reimbursement of actual travel and out of pocket expenses, as recommended by the Audit Committee of the Company and as approved by the Board of Directors of the Company, payable to M/s. Kiran J. Mehta & Co., Cost Accountants, Ahmedabad, for conducting cost audit relating to Pharmaceutical Activity of the Company for the financial year ended on March 31, 2015 be and is hereby ratified and confirmed."

"RESOLVED FURTHER THAT any Director or the Company Secretary of the Company be and are hereby authorised to do and perform all such acts, deeds, matters and things as may be considered necessary, desirable or expedient for giving effect to this resolution."

Place: Ahmedabad
Date: May 22, 2015

Registered Office:
Claris Corporate Headquarters,
Nr. Parimal Railway Crossing,
Ellisbridge, Ahmedabad 380006, India
Tel. : +91-79-26563331, 66309339
Fax: +91-79-26408053
Website: www.clarislifesciences.com
CIN: L85110GJ1994PLC022543

By order of the Board of Directors
For Claris Lifesciences Limited

Kirit H. Kanjaria
Sr. VP – Company Secretary & Compliance Officer

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NOTES:

1. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the Special Business is annexed hereto.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE IN THE MEETING INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY IN ORDER TO BE EFFECTIVE, MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. MEMBERS/ PROXIES SHOULD BRING THEIR DULY FILLED ATTENDANCE SLIP ATTACHED HEREWITH TO ATTEND THE MEETING.
A proxy form is sent herewith. Proxies submitted on behalf of the companies, societies, etc., must be supported by an appropriate resolution/authority, as applicable.
3. A person can act as proxy on behalf of Members not exceeding 50 (fifty) and holding in aggregate not more than 10 (ten) percent of the total share capital of the Company. Provided that a Member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or Member.
4. A Member of the Company registered under Section 8 of the Companies Act, 2013 shall not be entitled to appoint any other person as his proxy unless such other person is also a Member of the Company.
5. Members are requested to kindly bring their copy of the Annual Report with them at the AGM, as no extra copy of the Annual Report would be made available at the AGM.
6. The Register of Members and Share Transfer Books will remain closed from September 19, 2015 to September 23, 2015 (both days inclusive).
7. The brief profile of the Directors proposed to be appointed / re-appointed is given in the section "Report on Corporate Governance" forming part of this Annual Report.
8. All documents referred to in the accompanying Notice to the Members and the Explanatory Statement are available for inspection by the Members at the Registered Office of the Company on all working days, except Saturdays, Sundays and public holidays, during working hours upto and including the date of the AGM.
9. The shares of the Company are at present listed with BSE Limited. The listing fee for the financial year 2015-2016 has been paid to BSE Limited before the due date.
10. Pursuant to Section 72 of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014, Members are entitled to make a nomination in respect of shares held by them in physical form. Shareholders desirous of making a nomination are requested to send their requests in the prescribed Form No. SH-13 and for cancellation / variation in nomination in the prescribed Form No. SH-14 to the Registrar and Transfer Agent of the Company.
11. The Notice along with the Annual Report will be sent electronically indicating the process and manner of e-voting to the Members whose e-mail addresses are registered with the depository participants /Company. The physical copy of the Notice along with the Annual Report has been sent to those Members whose e-mail addresses are not registered with the depository participants/Company indicating the process and manner of e-voting.

The Members will be entitled to receive physical copy of the Annual Report for the financial year ended on March 31, 2015, free of cost, upon sending a request to the Registrar and Transfer Agent or the Company Secretary of the Company. The Notice along with the Annual Report will also be available on the Company's website www.clarislifesciences.com

12. In terms of the Circular No. CIR/MRD/DP/10/2013 dated March 21, 2013 issued by the Securities and Exchange Board of India, listed companies are required to use the Reserve Bank of India's approved electronic mode of payment such as Electronic Clearance Service (ECS), LECS (Local ECS)/RECS (Regional ECS)/NECS (National ECS), NEFT, etc. for making cash payments like dividend, etc. to the Members.

Accordingly, Members holding securities in demat mode are requested to update their bank details with their depository participants and the Members holding securities in physical form are requested to send a request to the Registrar and Transfer Agent i.e. M/s. Link Intime India Private Limited or the Company Secretary of the Company.

13. Members are requested to inform change in address or bank mandate to their respective depository participants with whom they are maintaining their demat accounts and with the Registrar and Transfer Agent i.e. M/s. Link Intime India Private Limited or the Company Secretary of the Company for the shares held in physical form by a written request duly signed by the Member for receiving all communication in future.
14. Members desiring any information relating to the accounts are requested to write to the Company at least 10 days before the AGM so as to enable the management to keep the information available at the AGM.
15. Members wishing to claim dividend, for the previous financial years remaining unclaimed/unpaid, are requested to correspond with the Registrar and Transfer Agent i.e. M/s. Link Intime India Private Limited or the Company Secretary of the Company. Members are requested to note that dividends not claimed within a period of seven years from the date of transfer to the Company's Unpaid Dividend Account, as per the Section 124 of the Companies Act, 2013, be transferred to Investor Education and Protection Fund.

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Members who have neither received nor encashed their dividend warrant(s) for the previous financial years, are requested to write to the Company, mentioning the relevant Folio number or DP ID and Client ID, for issuance of duplicate/revalidated dividend warrant(s).

16. Voting through electronic means:-

I. In compliance with the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 ('Amended Rules 2015') and Clause 35B of the Listing Agreement, the Company is pleased to provide Members facility to exercise their right to vote at the 20th AGM by electronic means and business may be transacted through e-voting services provided by National Securities Depository Limited (NSDL). It is hereby clarified that it is not mandatory for a Member to vote using the e-voting facility and a Member may avail facility at his/her discretion, subject to compliance with the instruction for e-voting given below :

A. In case a Member receives an e-mail from NSDL [for Members whose e-mail IDs are registered with the Company/Depository Participants(s)]:

- (i) Open e-mail and open PDF file viz; "Claris Annual Report e-Voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for e-voting. Please note that the password is an initial password.
- (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
- (iii) Click on Shareholder - Login
- (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
- (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vi) Home page of e-voting opens. Click on e-Voting: Active Voting Cycles.
- (vii) Select "EVEN" of Claris Lifesciences Limited.
- (viii) Now you are ready for e-voting as Cast Vote page opens.
- (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
- (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
- (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to csdoshiac@yahoo.com with a copy marked to evoting@nsdl.co.in

B. In case a Member receives physical copy of the Notice of AGM [for Members whose e-mail IDs are not registered with the Company/Depository Participants(s) or requesting physical copy]:

- (i) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM:
EVEN (E-Voting Event Number)
USER ID
PASSWORD/PIN
- (ii) Please follow all steps from Sr. No. (ii) to Sr. No. (xii) above, to cast vote.

II. The remote e-voting period commences on Saturday, September 19, 2015 (10.00 AM) to Tuesday, September 22, 2015 (5.00 PM). During this period Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Wednesday, September 16, 2015, may cast their vote electronically. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.

III. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and e-voting user manual for Members available at the Downloads section of www.evoting.nsdl.com

IV. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.

V. You can also update your mobile number and e-mail ID in the user profile details of the folio which may be used for sending future communication(s).

VI. The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date i.e. Wednesday, September 16, 2015.

VII. Any person, who acquires shares of the Company and become Member of the Company after dispatch of the Notice of AGM and holding shares as of the cut-off date i.e. Wednesday September 16, 2015, may obtain the login ID and password by sending a request at evoting@nsdl.co.in However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or call on toll free no.: 1800-222-990.

VIII. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.

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- IX. A Member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- X. Mr. Ashish C. Doshi, Company Secretary in practice has been appointed as the Scrutinizer for providing facility to the Members of the Company to scrutinize the voting by Ballot Paper and remote e-voting process in a fair and transparent manner.
- XI. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" for all those Members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- XII. The Scrutinizer shall immediately after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- XIII. The Results shall be declared on or after the AGM of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.clarislifesciences.com and on the website of NSDL immediately after the declaration of results by the Chairman or a person authorized by him in writing. The results shall immediately be forwarded to the BSE Limited.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:

ITEM NO. 4

The Board of Directors at their meeting held on August 11, 2014 has appointed Ms. Milina Bose as an Additional Non-Executive and Non-Independent Director of the Company w.e.f August 11, 2014. Pursuant to Section 161 of the Companies Act, 2013 and rules thereunder, she holds office only up to the date of this Annual General Meeting of the Company. A notice has been received from a member proposing her candidature for the office of Director of the Company along with the deposit of requisite amount.

Brief resume and other details of Ms. Milina Bose proposed to be appointed as a Director of the Company is given in the Section "Report on Corporate Governance" forming part of this Annual Report.

The Board considers that the appointment of Ms. Milina Bose as a Director of the Company would be of immense benefit to the Company. Accordingly, the Board of Directors recommends her appointment as a Director of the Company whose period of office will be liable to retire by rotation.

Except Ms. Milina Bose to whom the resolution relates and her relatives (to the extent of their shareholding interest in the Company), none of the Directors, Key Managerial Personnel and their relatives are concerned or interested financially or otherwise, in the resolution set out at Item No. 4 of the Notice.

Your Directors recommend the resolution for your approval as an Ordinary Resolution.

ITEM NO. 5

The Board of Directors of the Company on recommendation of the Nomination and Remuneration Committee in its meeting held on August 11, 2014 re-appointed and designated Mr. Arjun Handa as Vice – Chairman & Managing Director of the Company for period of 3 years w.e.f. September 26, 2014, keeping in view his contribution in the overall growth of the Company and his leadership qualities supported by experience.

Brief resume and other details of Mr. Arjun Handa proposed to be re-appointed as Vice – Chairman & Managing Director of the Company is given in the Section "Report on Corporate Governance" forming part of this Annual Report.

The brief particulars of his remuneration and terms and conditions are as under:-

Name and Designation: Mr. Arjun Handa, Vice – Chairman & Managing Director

Period of Appointment : September 26, 2014 to September 25, 2017

Salary: Rs. 25,00,000/- (Rupees Twenty Five Lacs) per month.

Annual Increment: The Board will grant annual increments from time to time up to 40% of the last drawn salary to be decided by the Board of Directors and revise the Salary within the aforesaid range by granting one or more increments in the above scale, having regard to the merits and performance.

Perquisites: Besides the above salary, Mr. Arjun Handa shall be entitled to the following perquisites:

- (a) Perquisites including allowances in such form and to such extent as per the Company's Policy.
- (b) Company's contribution to Provident Fund and Superannuation or Annuity Fund to the extent of these either singly or taken together are not taxable under the Income tax Act, gratuity payable as per the Company's Policy and leave and encashment of leave at the end of his tenure as per the Company's Policy applicable to senior management and the same shall not be included in the computation of limits for the remuneration or perquisites aforesaid.

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If, in any financial year, the Company has no profits or its profits are inadequate, then in such event, notwithstanding the provisions of Schedule V to the Companies Act, 2013 but subject to the approval of the Central Government as may be required, the remuneration as set out above, will be paid as minimum remuneration.

Other terms:

- (a) Reimbursement of entertainment and/or traveling, hotel and other expenses actually incurred by him in the performance of duties.
- (b) Mr. Arjun Handa shall not be entitled for sitting fees for attending meetings of the Board of Directors of the Company or Committees so long as he functions as the Vice - Chairman Et Managing Director of the Company.
- (c) Subject to the provisions of the Companies Act, 2013, Mr. Arjun Handa will liable to retire by rotation.
- (d) The re-appointment may be terminated by either party giving to the other party a notice as per the Company's Policy.
- (e) In the event of any dispute or difference arising at any time between Mr. Arjun Handa and the Company in respect of the Agreement or the construction thereof, the same will be submitted to and be decided by Arbitration in accordance with the provisions of the Arbitration and Conciliation Act, 1996.

None of the Directors, Key Managerial Personnel and their relatives are concerned or interested financially or otherwise, in the resolution set out at Item No. 5 of the Notice except Mr. Arjun Handa, to whom the resolution relates and Mr. Aditya S. Handa being the Director of the Company and relative of Mr. Arjun Handa.

Your Directors recommend the resolution for your approval as a Special Resolution.

ITEM NO. 6

The Board of Directors of the Company on recommendation of the Nomination and Remuneration Committee in its meeting held on May 22, 2015 re-appointed and re-designated Mr. Chandrasingh S. Purohit as a Whole Time Director and Chief Financial Officer ("CFO") of the Company for period of 3 years w.e.f. July 3, 2015, keeping in view his performance and past experience in the pharmaceutical industry.

Brief resume and other details of Mr. Chandrasingh S. Purohit proposed to be re-appointed as a Whole Time Director and CFO of the Company is given in the Section "Report on Corporate Governance" forming part of this Annual Report.

The brief particulars of his remuneration and terms and conditions of the agreement are as under:

Name and Designation: Mr. Chandrasingh S. Purohit, Whole Time Director and Chief Financial Officer

Period of Appointment: July 3, 2015 to July 2, 2018

Salary: Rs. 8,00,000/- (Rupees Eight Lacs) per month.

Annual Increment: The Board will grant annual increments from time to time up to 40% of the last drawn salary to be decided by the Board of Directors and revise the Salary within the aforesaid range by granting one or more increments in the above scale, having regard to the merits and performance.

Perquisites: Besides the above salary, Mr. Chandrasingh S. Purohit shall be entitled to the following perquisites:

- (a) Perquisites including allowances in such form and to such extent as per the Company's Policy.
- (b) Company's contribution to Provident Fund and Superannuation or Annuity Fund to the extent of these either singly or taken together are not taxable under the Income tax Act, gratuity payable as per the Company's Policy and leave and encashment of leave at the end of his tenure as per the Company's Policy applicable to senior management and the same shall not be included in the computation of limits for the remuneration or perquisites aforesaid.

If, in any financial year, the Company has no profits or its profits are inadequate, then in such event, notwithstanding the provisions of Schedule V to the Companies Act, 2013 but subject to the approval of the Central Government as may be required, the remuneration as set out above, will be paid as minimum remuneration.

Other terms:

- (a) Reimbursement of entertainment and/or traveling, hotel and other expenses actually incurred by him in the performance of duties.
- (b) Mr. Chandrasingh S. Purohit shall not be entitled for sitting fees for attending meetings of the Board of Directors of the Company or Committees so long as he functions as the Whole Time Director and CFO of the Company.
- (c) Subject to the provisions of the Companies Act, 2013, Mr. Chandrasingh S. Purohit will liable to retire by rotation.
- (d) The re-appointment may be terminated by either party giving to the other party a notice as per the Company's Policy.
- (e) In the event of any dispute or difference arising at any time between Mr. Chandrasingh S. Purohit and the Company in respect of the Agreement or the construction thereof, the same will be submitted to and be decided by Arbitration in accordance with the provisions of the Arbitration and Conciliation Act, 1996.

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Except Mr. Chandrasingh S. Purohit and his relatives (to the extent of their shareholding interest in the Company), none of the Directors, Key Managerial Personnel and their relatives are concerned or interested financially or otherwise in the resolution set out at Item No. 6 of the Notice.

Your Directors recommend the resolution for your approval as a Special Resolution.

ITEM NO. 7

The Company has entered into following material related party transaction with the Related Party during the year under review:

Name of Related Party	Claris Otsuka Private Limited (formerly known as Claris Otsuka Limited)
Nature of relationship	Associate company
Nature of transaction	Purchase of Goods
Amount of Transaction during the year (Rupees in Lacs)	21,597.27
Are the transactions in the ordinary course of business	Yes
Are the transactions on an arm's length basis	Yes
Related parties interested, if any	Mr. Arjun Handa, Director

Pursuant to the provisions of the Section 188 and other applicable provisions, if any, of the Companies Act, 2013 and rules thereunder and Clause 49 of the Listing Agreement entered with the Stock Exchange and subject to other approvals, consent of the members is required for the ratification / approval of the material contracts / arrangements as stated above entered into by the Company with related party.

As per Clause 49 of the Listing Agreement, related parties of the Company shall abstain from voting on the above resolution.

None of the Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 7 of the Notice except as mentioned above and Mr. Aditya S. Handa being the Director of the Company and relative of Mr. Arjun Handa.

Your Directors recommend the resolution for your approval as a Special Resolution.

ITEM NO. 8

The Board of Directors of the Company on the recommendation of the Audit Committee, has approved the appointment of M/s. Kiran J. Mehta & Co., Cost Accountants, Ahmedabad as a Cost Auditor of the Company for conducting the cost audit for the financial year ended on March 31, 2015 on the remuneration as mutually agreed between the Board of Directors and Auditors.

Based on the recommendation of the Audit Committee the Board has approved Rs. 3.13 Lacs plus service tax as applicable and reimbursement of actual and out of pocket expenses as remuneration payable to Cost Auditors of the Company based on the quantum of work involved in the audit process for the financial year ended on March 31, 2015.

Pursuant to the provision to Section 148 of the Companies Act, 2013 and rules thereunder, the remuneration payable to the Cost Auditor is required to be approved / ratified by the members at the General Meeting.

None of the Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 8 of the Notice.

Your Directors recommend the resolution for your approval as an Ordinary Resolution.

Place: Ahmedabad
Date: May 22, 2015

Registered Office:
Claris Corporate Headquarters,
Nr. Parimal Railway Crossing,
Ellisbridge, Ahmedabad 380 006, India
Tel. : +91-79-2656 3331, 6630 9339
Fax: +91-79-2640 8053
Website: www.clarislifesciences.com
CIN: L85110GJ1994PLC022543

By order of the Board of Directors
For Claris Lifesciences Limited

Kirit H. Kanjaria
Sr. VP – Company Secretary & Compliance Officer